

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
GENERAL MOTORS CORP., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DECLARATION AND DISCLOSURE STATEMENT OF
ARI Q. FITZGERALD ON BEHALF OF HOGAN & HARTSON L.L.P.

DISTRICT OF COLUMBIA) ss:

Ari Q. Fitzgerald, hereby declares, pursuant to section 1746 of title 28 of the
United States Code:

1. I am a partner of Hogan & Hartson L.L.P. (the “**Firm**”), which maintains
offices at 555 Thirteenth Street, NW, Washington, D.C. 20004-1109 and elsewhere.

2. General Motors Corporation and certain of its subsidiaries, as debtors and
debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”),
have requested that the Firm provide legal services to the Debtors, and the Firm has consented
to provide such services.

3. The Firm may have performed services in the past and may perform
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties
in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is
retained in cases, proceedings, and transactions involving many different parties, some of whom

may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases except as set forth herein. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. In preparing this declaration, we used a set of procedures established by the Firm to determine its relationships, if any, to parties that may have connections to a debtor-client. In that connection, the Firm requested and obtained from the Debtors and from its bankruptcy counsel a list of the names of all creditors and other parties in interest in these chapter 11 cases (the "Identified Parties").

5. The Firm maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of the Firm to make and maintain these records. The conflict check maintained by the Firm is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties and (v) the attorney in the Firm who is knowledgeable about the matter. It is the policy of the Firm that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the Firm's conflict check system is intended to assure that the database is updated for every new matter undertaken by the firm. However, the scope and effectiveness of the system depend on the timeliness, completeness and accuracy of the information submitted by the attorney opening a new matter.

6. The Firm has performed services in the past and may perform services in the future, in matters related and unrelated to this chapter 11 case, for persons that are creditors or other parties in interest in the Debtors' chapter 11 cases including those among the Identified Parties. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtor, or other parties in interest in this chapter 11 case. The firm does not hold, represent or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtor or its estate except as set forth below:

(a) Set forth on **Schedule 6 (a)** attached hereto are those clients of the Firm listed among the Identified Parties which are currently represented or whose affiliates are currently represented by the Firm or which have been represented by Firm in that past three years.

(b) Set forth on **Schedule 6 (b)** attached hereto are those clients of the Firm listed among the Identified Parties which the Firm currently represents with respect to their interests in these cases.

7. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any employee thereof has any connection with the Debtors or currently represent any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged, and the Firm does not, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, except as set forth above.

8. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

9. The Debtors owe the Firm \$41,573.77 for prepetition services.

10. The Firm shall conduct continuing inquiries regarding its retention by any creditors of the Debtors, and if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 12, 2009.

By. 

Ari Q. Fitzgerald

District of Columbia, ss:

Subscribed and sworn to before me
this 12th day of August 2009.
by Ari Q. Fitzgerald
Maurice C. Cui Notary Public
My commission expires: 1-1-2012

SCHEDULE 6 (a)

REPRESENTATIONS, CURRENT OR IN THE LAST 3 YEARS, OF THE
FOLLOWING CREDITORS OR OTHER PARTIES IN INTEREST AMONG THE
IDENTIFIED PARTIES:

ABN AMRO, Inc.
ACE
Advanced Bionics
Aegon Transamer MFS Hi Yld
AEP (Columbus Sthrn Pwr)
AEP (Indiana Michigan)
AEP (SWEPCO)(CANTON)
AIG
Alfred Mann Foundation
Alix Partners
Alliance of Automobile Manufacturers
Allianz International in Germany
Allianz SE
Amer. Bankers Insurance/FL (Formerly American Bankers Insurance Group Inc)
American Airlines Inc.
American Bankers Insurance Group
American Cancer Society Research Foundation:
American Express Company
Amoco Corporation
ANR Pipeline Co
Apollo Management, L.P.
Arcelor Mittal
Argonaut Holdings, Inc.
Arvinmeritor Inc.
Association of International Automobile Manufacturers
AT & T Canada Enterprises
AT&T Corp.
AT&T Business Service
AT&T Calling Cards
AT&T Capital Services Inc
AT&T Collocation Pro Cabs
AT&T Datacomm Inc.
AT&T Inc Legacy SBC
AT&T Southeast:
AT&T Teleconference
AT&T VTNS
AT&T Worldnet
At&T Yellow Pages
Atlantic Richfield Co. (Prior)

Australia & New Zealand Bank
Avery Dennison Corporation
Baltimore (City of)
Baltimore Gas & Electric Co
Banc One Corporation:
Bank of America Corp.
Bank of China (state owned bank)
Bank of China Ltd.
Bank of Montreal
Banka Intesa (Intesa BCI)
Barclays Bank of Kenya Limited
Barclays Bank PLC
Barclays Global Investors Limited
Barclays Global Investors, National Association
BBVA
Bear Stearns International Limited
Bear, Stearns & Co. Inc.
Biogen Idec Ma Inc. (Prior)
Biogen Inc.
Blackstone Group L.P.
BMW Group
Board of Overseers at Tufts University School of Engineering
Board of Trustees of Carnegie Mellon University
Board of Trustees of the University of Chicago
BOTM
BP Amoco p.l.c
BP PLC - Yorktown Virginia Refinery
BP PLC (formerly, BP PLC- Yorktown Virginia Refinery)
BP Solar International Inc.
BP Solar International Inc.
BP Trinidad & Tobago LLC
BP Trinidad & Tobago LLC
Brunswick Corp.
BT Group PLC
BT Group plc (LSE:BT.A)
Buckeye Technologies Inc.
Burger King Corporation
Burger King Holdings Inc. (Prior)
C.N.A
California Institute of Technology
California State Teachers Ret
Calyon
Cap Gemini S.A.
Carlyle Group (Prior)
Carlyle Partners IV, L.P. (Prior)
Carlyle Partners V, L.P. (Prior):

Carnegie Mellon University
Carnegie Mellon University :
Carousel Capital
Carousel Capital II, L.P.
Carousel Capital III, L.P.
Catalyst, Inc.
Caterpillar Inc Mstr Pen Tr
Caterpillar Logistics Services Inc.
Caterpillar Logistics Services International NV
Caterpillar Logistics Supply Chain Services Italia S.r.l.
Ceridian Corp.
Charlotte(City of)
Chrysler LLC (Prior)
Chubb **
CIES (The Food Business Forum) Committee for the organization of The World Food Business Summit
Citibank Istanbul
Citibank Japan Ltd
Citibank Korea Inc.
Citibank N.A., Bangkok Branch
Citibank N.A., Taipei Branch
Citibank, National Association (Las Vegas, NV)
Citicorp Securities Services Inc.
Citigroup CIB
City And County Of Denver, Dept Of Revenue
City Of Boulder, Dept Of Finance-Sales/Use Tax
City of Indianapolis, Indiana
City Of Wheat Ridge
Cobalt Group Inc
Coca-Cola Beverages PLC
Coca-Cola Company
Coca-Cola HBC
Colorado Department Of Revenue, Taxpayer Service Division
Comcast Corporation
Commonwealth Of Pennsylvania
Comptroller Of Maryland
Computershare Trust Company, NA
ConEdison Solutions
ConocoPhillips Company
Consolidated Edison
Constellation Eng Proj&Svc
Constellation NewEnergy
Cousins Properties Inc.
Credit Suisse
Daimler AG
Dana Holding Corp.

Davidson Kempner Capital Management
DC Office Of Tax And Revenue
Deloitte & Touche
Delphi Corp.
Delta Air Lines Inc. (Prior)
Denver /Water Managmnt Div
Denver Water
Deutsche Bank AG
Development Authority of Fulton County
Director at North Carolina Mutual Life Insurance Co. Inc.
Director of Dance Theater Foundation (Alvin Ailey American Dance Theater)
Discover Financial Services
Draper Laboratories Inc.
Dresdner Bank
Duke Energy
DuPont Automotive Co.
Dupont Coatings & Color Technologies Group
Dupont Safety & Protection
Duquesne Light Comp
Duquesne Light Energy
Eaton Corp.
Edison Electric Institute (prior)
Ei Dupont De Nemours & Co.
Electronic Data Systems
Eli Lilly & Co.(Prior)
Employers Ins Company Of Wausa
EMWE B.V.
Entergy (Power & Light)
Ericsson Inc.
Ericsson LM Telephone Co.
Ericsson NV/SA
Ericsson SpA
Ericsson Telecomunicacoes S.A.
Ernst & Young LLP, New York
European Bank for Reconstruction and Development
Exxon Mobil Corp.
Fannie Mae
Fellow of American Academy of Arts and Sciences:
Fiat Spa
Fidelity Puritan Tr-Puritan Fd
First Chicago NBD Corp
First Data Corporation
First Union Corporation
Flagler Development Company, LLC
Flagler Development Group
Flagler Development Group of Florida East Coast Industries, Inc. :

Florida Department Of Revenue
 Florida East Coast Industries, Inc.
 Flour Corporation
 FMR Corp. (Fidelity Management & Research Company:)
 Ford Motor Co. **
 Forstmann Little & Co. (Prior)
 Fortis
 FPL Group Inc. (Prior)
 Franklin Advisers
 GASMARK UGI Energy Svcs Inc
 GAZ Group
 GE Asset Management Inc. **
 GE Capital **
 GE Capital Consumer Financial Services **
 GE Card Services **
 GE Commercial Finance **
 GE Fleet Services of GE Commercial Finance **
 GE Insurance Solutions **
 General Electric Co. **
 Goldman Sachs Cr Parts LP
 Goldman Sachs Group Inc.
 Goldman Sachs-Abs Loans 2007 L
 Great American
 Greater Europe Group of The Coca-Cola Company:
 Grocery Manufacturers of America Inc. :
 Guardian Industries Corp.
 Hayes Lemmerz International Inc.
 Healthcare Leadership Council
 Helaba (Landesbank Hessen)
 Henry Schein Inc.
 Hertz Corporation
 Hess Corporation
 Highbridge Capital Management
 Hitachi Ltd.
 Home Depot, Inc.
 Houlihan Lokey
 HP-Pelzer Beteiligungsholding GmbH
 IBM **
 INTECH Investment Management LLC
 Intelsat Corporation
 International Council of J.P. Morgan Chase & Co
 Jones Lang Lasalle Inc.
 Kansas City Board Public Utils
 Kohlberg Kravis Roberts & Company
 KPMG
 Krispy Kreme Doughnuts Inc. (Prior)

L3- Lincoln Variable Ins Prods
Lear Corp
Lehman Brothers Asset Management Inc
Lexington
Liberty/SafeCo
Lincoln National Corporation d/b/a Lincoln Financial Group
Lincoln Natl Life Ins 12
Lincoln Natl Life Sa20
Lloyds
LM Ericsson Telephone Co. (Prior)
Loews Corporation
Logan Circ-Walt Disney Ret Pl
Logan Circle-Bechtel Corporation
Loop Capital Markets, LLC
M.D. Anderson Cancer Center
Magna International Inc.
MannKind Corp.
Martinrea International Inc.
Mascoma Corp.
MCI
MCI Worldcom
McLeod USA Incorporated (Prior)
Merck & Co. Inc. (Prior)
Merrill Lynch & Co. Inc.
Merrill Lynch Canada Finance Company
Merrill Lynch International & Co Cv
Merrill Lynch Preferred Capital Trust I
Merrill Lynch Preferred Capital Trust II
Merrill Lynch Preferred Capital Trust III
Merrill Lynch Preferred Capital Trust IV
Merrill Lynch Preferred Capital Trust V
Merrill Lynch Preferred Capital Trust VI
Merrill Lynch Preferred Funding I LP
Merrill Lynch Preferred Funding II LP
Merrill Lynch Preferred Funding III LP
Merrill Lynch Preferred Funding IV LP
Merrill Lynch Preferred Funding V LP:
Metalmark Capital LLC
Mitsubishi Electric Corp.
Montgomery Cnty
Montgomery County Revenue Dept
Morgan Stanley and Co.
Morgan Stanley Sr Fd Inc (search this entity only)
Motorola Inc.
National Trust Council of the National Trust for Historic Preservation:
New United Motor Manufacturing, Inc.

New York Board of Trustees
Nicholas Applegate Capital Management
NICOR Gas
Norfolk Southern Railway
North Carolina Mutual Life Insurance Co. Inc.:
Northrop Grumman Corporation
OEconnection LLC
OEconnection Manager Corp.
Ontario Power Generation Inc.
Osler, Hoskin & Harcourt LLP
Pacific Investment Management Co. LLC
Panasonic Corp.
Peoples Benefit Life Insurance Co.
PEPCO Energy Services
Peugeot SA
Pfizer
Pfizer Foundation
Pfizer Global Pharmaceuticals
Pfizer Human Health
Pfizer Inc. (Prior)
Pfizer Ltd. (Prior)
Pfizer Pharmaceuticals Group
Pharmaceutical Research and Manufacturers Association of America
Pharmaceutical Research and Manufacturers of America
PhRMA
PNC Leasing, LLC:
Polygon Investment Partners
PPG Industries Inc
President of the University of North Carolina System
Price Waterhouse Coopers
Private Sector Council (Prior)
Quaker Oats Company (Prior)
Quantum Energy Partners
Qwest
Randstad Worknet GmbH
Regents of The University System Of Georgia
Remy Inc
Remy International Inc.
Research Triangle Institute
Roanoke (City of)
Robert Bosch GmbH
Rockwood Holdings Inc.
Rockwood Specialties Group Inc.
Romulus (City of)
Royal Bk Of Scot PLC
Sara Lee Corp.

Saudi Basic Industries Corp.
SBC
SBC Internet Services
Scepter Holdings Inc.
Schaeffler Kg
School of the Art Institute of Chicago
Severstal OAO
Shell Energy N America (Canada):
Shell Energy N America (US)
Sierra Pacific Power Co
Solar LLC
Sonic Automotive Inc.
Southeastern Asset Management, Inc.
Southern California Edison
Southern California Gas Co
Southern Methodist University - Edwin L. Cox School of Business:
Sprint
Sumitomo Electric Industries Ltd.
T. Rowe Price Associates, Inc.
TCW Group, Inc.
Texas Instruments, Inc.
Textron / Kautex
Textron Inc.
The DIRECTV Group
The Minnesota Mining & Manufacturing
Thomas H. Lee Partners, L.P.
Tomkins Plc
Total SA
Toyota Motor Corporation
Travelers
Trigen/Cinergy-USFOS of Lansing LLC
U.S. Bank Card Services, a wholly owned subsidiary of U.S. Bank
UBS AG London
UBS Global Asset Management (US) Inc.
Union Pacific Corp.
Union Pacific Corp.
Union Pacific Railroad Co.
United Nations, Deputy Special Envoy for Tsunami Recovery:
United States Olympic Committee (Prior)
University of Chicago
University of Illinois Foundation (past)
University of Wisconsin System Board of Regents
Valeo
Veolia Environnement SA
Veolia Water Partners VI LLC
Verizon

Verizon Business
Verizon Communications
Vestar Capital Partners
VF Corp. (Prior)
VF Corporation
Vigilant
Virginia Department Of Taxation
VISANT Corporation
Visant Holding Corp.
Visant Secondary Holdings Corp.
Wachovia Corporation (prior)
Warburg E.M. Pincus & Co., Inc.
Western Asset Management Co.
Winn-Dixie Stores Inc. (Prior)
Xcel Energy
Xerox Corp.
XL Gaps
XM Satellite Radio Holdings Inc.
XX - The Hartford Flting Rt Fd
XX -Lehman Brothers First Trust
XX -Lehman Brothers High Income
XX -Rbc Dexia Investor Services
XX -Sg Am Ai Ec V – Ca
Yazaki Corp

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***denotes a Firm client that, alone or with its affiliates, accounted for more than one percent (1%) of the Firm's revenues in 2008*

SCHEDULE 6(b)

REPRESENTATIONS OF CREDITORS AND INTERESTED PARTIES WITH RESPECT TO
DEBTORS

Alliance of Automobile Manufacturers, Inc.

GMAC International LLC

Toyota Motor Sales

Honda North America

America Honda Motor Co, Inc.

Kia Motors America

VM Motori, S.p.A.

VM Holdings

VM Holdings B.V.

Penske Corporation

Penske Automotive Group, Inc.

NYP Holdings, Inc.

**

Fox News

**

Fox Cable Networks

**

Fox Broadcasting Corporation

**

Twentieth Television

**

Fox Interactive Media

**

MySpace

**

Dow Jones

**

***denotes a Firm client that, alone or with its affiliates, accounted for more than one percent (1%) of the Firm's revenues in 2008*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the "**Debtors**")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Hogan & Hartson L.L.P.

555 Thirteenth Street, NW

Washington, D.C. 20004-1109

Date of retention: **June 1, 2009**

2. Brief description of services to be provided:

The Debtors have asked the Firm to continue to represent and advise the Debtors as counsel with respect to a number of aspects of the Debtors' business, including regulatory and transactional matters.

3. Arrangements for compensation (hourly, contingent, etc.):

Hourly

- (a) Average hourly rate (if applicable):

Ari Fitzgerald (\$570.00); Mark Brennan (\$405.00); Joel Winnik (\$660.00); Sara Reisert (\$313.50); Grace Kavadoy (\$180.50)

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$20,000

4. Prepetition claims against the Debtors held by the firm:

Amount of claim: **\$41,573.77**

Date claim arose: **2002 through May 31, 2009**

Source of Claim: **Pre-petition legal services rendered to and for the benefit of the Debtors.**

5. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

None to the knowledge of the individual(s) completing this form.

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

6. Stock of the Debtors currently held by the firm:

None.

Class of shares: _____

No. of shares: _____

7. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

None to the knowledge of the individual(s) completing this form.

Name: _____

Status: _____

Class of shares: _____

No. of shares: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed:

None.

11. Name of individual completing this form:

Ari Q. Fitzgerald